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*Proposed Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
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SEARS HOLDINGS CORPORATION, *et al.*¹ : Case No.: 18-23538 (RDD)
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Debtors. :
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**NOTICE OF APPEARANCE AND REQUEST
FOR SERVICE PURSUANT TO FED. R. BANKR. P. 2002**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that the undersigned appears as a Proposed Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, *et al* (the “Notice Party”) and, pursuant to Federal Rules of Bankruptcy Procedure 2002, 9007 and 9010 and sections 102(1), 342 and 1109(b) of title 11 of the United States Code (the “Bankruptcy Code”), requests that all notices given or required to be given in this case or any related adversary proceeding, be given to and served upon the undersigned at the address set forth below.

PLEASE TAKE FURTHER NOTICE that request is also hereby made for service of copies of all papers, including but not limited to reports, pleadings, motions, applications or petitions, schedules, plans, disclosure statements, and answering or reply papers, whether formal or informal, filed in this case or any related adversary proceeding by mailing one copy of each, unless otherwise directed by the Court, to the following:

HERRICK, FEINSTEIN LLP
Sean E. O'Donnell
2 Park Avenue
New York, New York 10016
(212) 592-1400
sodonnell@herrick.com

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance, nor any former or later pleading, claim or suit shall waive or be deemed or construed to waive any right of the Notice Party, including without limitation its right (i) to have final orders in non-core matters entered only after de novo review by a higher court, (ii) to trial by jury in any proceeding or matter in this case, or any case, controversy or proceeding related to this case, whether or not the same be designated legal or private rights, notwithstanding the designation of such matters as “core proceedings” pursuant to 28 U.S.C. § 157(b)(2), (iii) to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal, and/or (iv) any other rights, claims,

actions, defenses, set-offs, or recoupments to which the Notice Party is or may be entitled under agreements, in law or in equity or under the United States Constitution, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved and preserved unto the Notice Party without exception, and with no purpose of confessing or conceding jurisdiction in any way by this filing or by any other participation in these matters.

Dated: New York, New York
January 12, 2019

HERRICK, FEINSTEIN LLP

By: /s/Sean E. O'Donnell
Sean E. O'Donnell

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*Proposed Special Conflicts Counsel to the
Official Committee of Unsecured Creditors
of Sears Holdings Corporation, et al.*

CERTIFICATION OF SERVICE

I hereby certify that on January 12, 2019, I electronically filed the annexed Notice of Appearance on behalf of the Proposed Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al., using the ECF system, which will send notification of such filing by operation of the Court's electronic systems. Parties may access this filing via the Court's electronic system.

By: /s/Sean E. O'Donnell
Sean E. O'Donnell